RECORDATION NO. 2995 FILED

ALVORD AND ALVORD ATTORNEYS AT LAW 1050 SEVENTEENTH STREET, N.W.

SUITE 301 WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol com

NC7 03 41 -1 45 PM

SURFACE FRANSPURTATION BOARD

ELLSWORTH C ALVORD (1964)

November 3, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a General Conveyance and Bill of Sale, dated as of November 3, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Full Service Railcar Lease previously filed with the Board under Recordation Number 29955

The names and addresses of the parties to the enclosed document are

Security Trustee/

Seller Wells Fargo Bank Northwest, N.A

299 South Main Street Salt Lake City, UT 84111

Buyer Macquarie Rail Inc

1 North Wacker Drive, 9th Floor

Chicago, IL 60606

Chief Section of Administration November 3, 2011 Page 2

IS

A description of the railroad equipment covered by the enclosed document

20 railcars BBGX 75768 - 75770, 75781 – 75784, 75787, 75793, 75796, 75799, 75800, 75803, 75811 - 75814, 75816, 75817 and 75819 (previously bearing CEFX reporting marks and changed to BBGX in Recordation Number 26555-B)

A short summary of the document to appear in the index is.

General Conveyance and Bill of Sale

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

✓ Edward M Luria

EML/sem Enclosures

RECOPDATION NO. 29455-16

109 03 11 -1 45 PM

# GENERAL CONVEYANCE AND BILL OF SALE

SURFACE TRANSPORTATION BOARD

GENERAL CONVEYANCE AND BILL OF SALE, dated as of November 3, 2011, by

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity but solely as security trustee, as seller (the "Seller")

-to-

MACQUARIE RAIL INC., a Delaware corporation, as buyer (the "Buyer").

Pursuant to that certain Purchase Agreement, dated as of November 3, 2011 (the "Purchase Agreement"), by and among, Buyer, as buyer, and Seller, as seller, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller hereby GRANTS, BARGAINS, TRANSFERS, ASSIGNS, SETS OVER, CONVEYS AND DELIVERS UNTO the Buyer, on an "as-is, where-is" basis, without any recourse, representation or warranty whatsoever, all of Seller's right, title and interest in and to the following (collectively, the "Railcar Collateral Assets"), subject in each case to the terms and conditions of the Purchase Agreement:

- (a) all of the equipment described in Schedule 1 hereto; and
- (b) each of the leases described in Schedule 2 hereto.

Seller hereby warrants to Buyer and its successors and assigns that, on the date hereof, Seller has the right to sell the Railcar Collateral Assets to the Buyer free and clear of all interests.

This General Conveyance and Bill of Sale is governed by the laws of the State of New York without regard to choice of law principles. This General Conveyance and Bill of Sale shall be binding upon the Seller and the Buyer, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof. This General Conveyance and Bill of Sale may be executed and delivered in multiple counterparts, any of which may be transmitted by facsimile or electronic (e-mail) transmission, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Wells Fargo Bank Northwest, National Association, as security trustee, has caused this General Conveyance and Bill of Sale to be duly executed and delivered the day and year first written above.

By:\_\_\_ Name: Title

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as security trustee, as Seller

By:
Name: David Wall
Title: Assistant Vice President

ACKNOWLEDGED AND AGREED:

MACQUARIE RAIL INC., as Buyer

# [General Conveyance and Bill of Sale - BBRX Two]

State of Ush	)
County of Salt Lake	)
of wills Face Bank Nw. NA., whofficer of wills Face Bank Nw. he/she executed the foregoing instruments whereout	Notice 2011, before me, a Notary Public in and for said ared David Wall the Assistant Vice President ho acknowledged himself/herself to be a duly authorized and that, as such officer, being authorized to do so, rument for the purposes therein contained.  F, I have hereunto set my hand and official seal on the date
above mentioned.	Name: Connie Elliott
	Notary Public Collocal
	My Commission Expires: 10/7/7014
	Residing in: Selt Lelto
	Notary Public Connie Irene Elliott 601919 Commission Expires October 7, 2014

IN WITNESS WHEREOF, Wells Fargo Bank Northwest, National Association, as security trustee, has caused this General Conveyance and Bill of Sale to be duly executed and delivered the day and year first written above.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as security trustee, as Seller

Ву:			
Name:			
Title:			

ACKNOWLEDGED AND AGREED:

MACQUARIE RAIL INC., as Buyer

David M Edwards

President Vice Paesi

State of Illinois	) ) ss.	
County of Cook	)	
County and State, personal the <u>President</u> who acknowledged themse	ly appeared <u>David</u> and <u>Vice Preside</u> elves to be duly authorized to do so, each so	1, before me, a Notary Public in and for said  W. Edwards and Mark Brecht,  nt , respectively, of Macquarie Rail Inc.,  norized officers of Macquarie Rail Inc., and that, as such person executed the foregoing instrument for
IN WITNESS WIE above mentioned.	EREOF, I have he	ereunto set my hand and official seal on the date
		Name: Cynthia L Young
	IAL SEAL"	Notary Public
Notary Public	ic, State of Illinois in Expires 10/20/13	My Commission Expires: $10/20/13$
******	, <b></b>	Residing in: New Lenox, IL

# SCHEDULE 1

# EQUIPMENT

BBRX Two, LLC

Casualty	Marks	None		None	AOK 21236, 21258
	Reporting Marks	BBGX; 75770, 75787, 75793,	75811, 75812, 75814, 75819,	BBGX, 95525, 95529-95532, 95536, 95538-95530, 95538-95540, 95542-95544, 95547, 95550, 95552-95553, 95558, 95561, 95563, 95562-95557, 95563, 95562, 95582-95577, 95581, 95583-95585, 95585-95600, 95603, 95593-95595, 95598-95600, 95603, 95607, 95609, 95611, 95614, 95617-95619	AOK, 21230-21243, 21245-21363, 21365-21379 (excluding casualties)
Year	Built	2000		2001	2002
AAR	Type	C614		C612	F483
	Manufacturer	Thrall		Thrail	Trenton Works Ltd.
	Description	Covered	Hoppers, 5660 CF, pressure differential	Pressure Differential Covered Hoppers, 3230 CF	73' Riserless Deck Centerbeam Flatcars, 286,000 lbs GRL
# of	Units	2		52	146
	Lessee/Storage	<b>Archer Daniels Midland</b>	Company new lease, 20 cars returning from ConAgra Foods	Boral Material Technologies, Inc.	Canadian National Railway Company
Lease	#	1		2	m

BBRX Two, LLC

	Casualty	Marks	None		TILX 635592	None	None
		Reporting Marks	AOK, 354452, 354456, 354458, 354461, 354464-354465, 354467, 354467, 354480, 354482-354483, 354481, 354491, 354496-354483, 354491, 354491, 354497, 354499, 354501, 354504, 354508, 354510, 354512, 354514, 354523, 354524, 354531, 354531, 354545, 354545, 354562, 354581, 354590, 354593, 354593, 354601, 354601, 354603, 354606, 354613-354614		SAMX, 635503-635591, 635593- 635627	BBGX, 75711, 75715-75716, 75725- 75750, 75755	BBGX, 75768-75769, 75781-75784, 75796, 75799-75800, 75803, 75813, 75816-75817
	Year	Built	2002		30- 2002 94- 2003	2000	2000
AAR	Car	Туре	A606		C114	C614	C614
		Manufacturer	Gunderson		Trinity North American	Thrall	Thrall
		Description	60' Boxcars, Plate F, double 8' plug doors, EOCC		Covered Hoppers, 6351 CF	Covered Hoppers, 5660 CF, pressure differential	Covered Hoppers, 5660 CF, pressure differential
	# of	Units	53		124	30	13
		Lessee/Storage	Canadian National Railway Company	Intentionally Omitted	Cargill Incorporated	ConAgra Foods, Inc.	ConAgra Foods, Inc. returning, cars going to Archer Daniels Midland
	Lease	#	4	·Ω	9	7	∞

BBRX Two, LLC

		1				
	Casualty	Marks	503342	None	None	None
		Reporting Marks	BNBX, 503241, 503246, 503248- 503249, 503251, 503256-503257, 503261, 503263-503264, 503268- 503269, 503272-503277, 503279- 503280, 503282, 503285, 503287, 503295-503290, 503292-503293, 503295-503296, 503298-503391, 503334, 503345-503318, 503340- 503334, 503345-503318, 503340- 503343, 503345, 503348-503380, 503346, 503387, 503362, 503365- 503366, 503388-503389, 503391, 503376-503377, 503380-503381, 503386, 503411-503412, 503414- 503415, 503418, 503434-503436, 503499, 503441, 503434-503445- 503499, 503451-503455- 503469, 503474-503464, 503469, 503474-503477, 503480 (excluding casualty)	AOK, 101100-101144	BNBX, 80000-80038, 80040-80055, 80057-80064, 80066-80071, 80073- 80092, 80094-80095, 80097-80098, CEFX, 80039, 80056, 80065, 80072, 80093, 80096, 80099	BNBX, 80101-80103, 80106-80125, 80127-80166, 80167-80174, 80176- 80177, 80179-80199, CEFX, 80100, 80104-80105, 80126, 80175, 80178
	Year	Built	1998	1998	1998	1998
AAR	Car	Type	1311	A606	C112	C112
		Manufacturer	Johnstown America Corporation	Trinity North American	Thrall	Thrall
		Description	Aluminum Bethgons, 4480 CF	60' Boxcars, Plate F, double 8' plug doors	Covered Hoppers, 3250 CF, round hatch	Covered Hoppers, 3250 CF, round hatch
	# of	Units	122	45	100	100
		Lessee/Storage	Detroit Edison returning, cars going to KCP&L	Evergreen Packaging, Inc.	GCC Rio Grande, Inc.	GCC Rio Grande, Inc.
	Lease	#	σ.	10	11	12

# **BBRX Two, LLC**

	Casualty	Marks	None			None			None			None							None					None		
		Reporting Marks	HWCX, 1900-1923			BBGX, 40988, 41007, 41058, 41060-	41143-41158, 41160-41179, 41181-	41189, 41227, 41255, 41316-41317, 43191, 43214	See Detroit Edison		;	BBGX, 12021, 12023, 12035, 12038-	12090, 12044, 12046, 12033, 12036, 12090, 12090, 12093, 12095, 12100-	12101, 12104, 12106-12107, 12109-	12110, 12112, 12114, 12116, 12121,	13051-13052, 13034, 13036-13057,	13131-13135, 13137, 13145, 13147-	13148, 13150, 13153, 13161, 13166, 13185, 13711-13753, 13755-13779	BBGX, 95521-95524, 95528, 95537,	95544, 95556-95557, 95559, 95562, 95571, 95579-95580, 95586, 95592.	95596, 95601, 95604, 95616			BBGX, 95520, 95526-95527, 95534-	95555, 95560, 95564, 95568, 95573,	95582, 95589, 95597, 95606, 95610,
	Year	Built	23-	1-2001		2-1995	123-	1999	1998		ı	49-	1999	-89	2000				2001					2001		į
AAR	Car	Type	C112			1311	·		1311		;	C114		·					C612					C612		
		Manufacturer	Trinity North	(123) & Thrall	(1)	Johnstown	America	Corporation	Johnstown	America	Corporation	Thrall	•			-			Thrall					Thrall		
		Description	23 Covered	CF, 1 3250 CF		Aluminum	Gons, 4480 CF		Aluminum	Bethgons, 4480	ჸ	Covered	Hoppers, 5150	CF. trough	hatch				Pressure	Differential	Covered	Hoppers, 3230	CF	Pressure	Differential	Covered
	# of	Units	24			125			0			117							20					21		
		Lessee/Storage	Halliburton Energy	201 (521) 136		Kansas City Power &	Light Company		Kansas City Power &	Light Company	new lease, 122 cars returning from Detroit Edison	LD Commodities Raıl	Services LLC						Lehigh Cement	Company				Lehigh Cement	Company	
	Lease	#	13		;	14			15			16						_	17					18		

BBRX Two, LLC

					<del>,</del>	
	Casualty	Marks		None	BNBX 300167, 300189 JTSX 300120, 300199	None
		Reporting Marks	95612, 95615	BBGX, 95533, 95541, 95545, 95578, 95602	BNBX, 300115-300119, 300121- 300198, 300200-300224, JTSX, 300120, 300199 (excluding casualties)	NS, 166060-166242, 166244-166259
	Year	Built		2001	1993	1999
AAD	ğ	Type		C612	H351	E241
		Manufacturer		Thrall	Trinity North American	National Steel Car Company
		Description	Hoppers, 3230 CF	Pressure Differential Covered Hoppers, 3230 CF	Aluminum Open Top Hoppers, 4000 CF	Covered Coil Cars, 42' long
	# of	Units		S.	106	199
		Lessee/Storage		Lehigh Cement Company	Marathon Petroleum Company LLC	Norfolk Southern Railway Company
	Lease	#		19	20	21

BBRX Two, LLC

	Casualty	Marks	None	None	None
		Reporting Marks	AOK, 354450-354451, 354453-354455, 354457, 354459-354460, 354462-354463, 354466, 354468-354460, 354462-354463, 354466, 354468-354473, 354475, 354477-354479, 354481, 354484, 354486, 354496, 354498, 354500, 354502, 354503, 354504, 354509, 354509, 354501, 354543, 354556, 354560, 354561, 354564, 354560, 354562, 354581, 354583, 354581, 354583, 354581, 354602, 3	BNBX, 503001, 503007, 503009, 503012, 503001, 503046, 503012, 503036, 503046, 503055, 503055, 503060, 503063, 503067, 503109, 503132, 503134, 503138, 503144, 503157, 503159, 503151, 503152, 503164, 503159, 503154, 503159, 503105, 503105, 503105, 503205, 503206, 503222, 503224, 503225, 503230, 503220,	See South Carolina Public Service
	Year	Built	2002	1998	2003
AAR	Car	Type	A606	K341	K341
		Manufacturer	Gunderson	Johnstown America Corporation	Johnstown America Corporation
		Description	60' Boxcars, Plate F, double 8' plug doors, EOCC	Aluminum Autoflood	Aluminum Autofloods, 4300 CF
	# of	Units	108	49	0
		Lessee/Storage	Norfolk Southern Raılway Company	Rail Connection, Inc.	Savatran LLC new lease, 189 cars returning from South Carolina Public Service
	Lease	#	22	23	24

BBRX Two, LLC

	Casualty	Marks	None	None
		Reporting Marks	BNBX, 20002-20003, 20007, 20009- 20018, 20020-20022, 20025-20027, 20030, 20036, 20038-20039, 20041, 20043, 20046-20048, 20050-20052, 20055-20056, 20058-20061, 20063- 20064, 20067-20070, 20072, 20074- 20078, 20080, 20100	BNBX, 503006, 503008, 503011, 503013, 503013, 503015, 503018-503019, 503022-503023, 503027-503028, 503030, 503030, 503032, 503027-503028, 503037, 503039, 503039, 503043-50304, 503081, 503081, 503082, 503087, 503089-503081, 503082, 503087, 503089-503091, 503103-503103, 503113, 503115-503117, 503111, 503113, 503115-503126, 503131, 503131, 503140, 503142, 503146, 503157, 503187, 503191, 503181, 503187, 503187, 503191, 503194, 503187, 503191, 503194, 503198, 503211, 5032319, 503211, 5032319, 503223, 5
	Year	Built	2001	1998
AAR	Car	Type	C112	K341
		Manufacturer	Thrall	Johnstown America Corporation
		Description	Covered Hoppers, 3250 CF	Autoflood
	# of	Units	59	82
		Lessee/Storage	Schlumberger Technology Corporation	Soo Line Raılroad Company
	Lease	#	25	26

# BBRX Two, LLC

	Casualty	Marks	BBFX 64873, 64876, 64881, 64893, 64899, 64901, 64907, 64924, 64926, 64948, 64947, 64948, 64947, 64948, 64947, 64965, 65051, 65011, 65023, 65028, 65030, 65039, 65042, 65049, 65042, 65049, 65082, 65084, 65088, 65084, 65088, 65085, 65080, CEFX	None	None
		Reporting Marks	BBFX, 64871, 64873-64938, 64940-64961, 84963-64979, 64981-64986, 64988-65007, 65009-65012, 65015-65049, 65051-65058, 65060-65061, 65063-65067, 65069-65070, 65072-65100, CEFX, 64872, 64939, 64962, 64980, 65008, 65013, 65050, 65059, 65062 (excluding casualties)	BNBX, 20001, 20004-20006, 20008, 20019, 20023-20024, 20028-20029, 20031-20035, 20037, 20040, 20042, 20044-20045, 20049, 20053, 20057, 20062, 20065-20066, 20071, 20073, 20079, 20081-20082, 20087-20088, 20092-20095, 20097-20099	BBFX, 76034-76058
	Year	Built	2003	2001	2002
AAR	Car	Type	K341	C112	C614
		Manufacturer	Johnstown America Corporation	Thrall	Thrall
		Description	Aluminum Autofloods, 4300 CF	Covered Hoppers, 3250 CF	Covered Hoppers, 5660 CF, pressure differential with lining
	# of	Units	189	40	25
		Lessee/Storage	South Carolina Public Service Authority returning, cars going to Savatran	Superior Well Services, Inc.	Tate & Lyle
	Lease	#	27	28	29

**BBRX TWO, LLC** 

	Casualty	Marks	None	None	None
		Reporting Marks	BBFX, 76059-76083	BBFX, 63945-63949, 63951-63953, 63955-63967, 63969-63973, 83975-63978, 63980, 63982-63986, 63988-63998, 64002-64011, 64013-64021, 64023-64049, 64052-64054, 64056-64058, 64006-64063, CEFX, 63950, 63968, 63974, 63987, 64000-64001, 64036, 64041, 64050-64051, 64055, 64059	BNBX, 503002-503003, 503005, 503010, 503010, 503014, 503016-503017, 503020, 503026, 503026, 503029, 503021, 503040, 503042, 503045, 503031, 503041, 503042, 503045, 503045, 503061, 503061, 503064, 503065, 503068, 503061, 503082-503086, 503081, 503082-503087, 503102, 503107, 503112, 503114, 503114, 503114, 503134, 503151, 503139, 503129, 503134, 503131, 503171, 5031
	Year	Built	2002	2001	1998
AAR	Car	Туре	C614	K341	K341
		Manufacturer	Thrall	Johnstown America Corporation	Johnstown America Corporation
		Description	Covered Hoppers, 5660 CF, pressure differential with lining	Aluminum Autofloods, 4300 CF	Autoflood
	# of	Units	25	113	88
		Lessee/Storage	Tate & Lyle	Tennessee Valley Authority	Westar Energy Inc.
	Lease	#	30	31	32

BBRX Two, LLC

	Casualty	Marks	None		WC 22132,	22133,	22157,	22193,	22196,	22213,	22222	WEPX 3038,	3062, 3115,	3116, 3214,	3234	None		None		None		None	
	O	Reporting Marks	WC, 37610-37629, 37631-37649		WC; 22100-22249 (excluding W							25-3324 (excluding	(asualites) 30	31		BCOL, 873800-873810, 873812-	010010	SOO, 600000-600099		BCOL, 873000-873149		SOO, 600125-600195, 600197-	+77000
	Year	Built	2003		2004							1998				2003		2003		2003	,	2004	
AAR	Car	Type	F483		A606							1311				F483		F483	,	F483		F483	
		Manufacturer	Trenton	Works Ltd.	Gunderson							Johnstown	America	Corporation		National Steel	Car Company	Gunderson		National Steel	Car Company	Trenton	Works Ltd
		Description	73' Riserless	Centerbeam	60' Boxcars,	Plate F, with	two double 8'	plug doors		•		Aluminum	Bethgons, 4480	<b>5</b>		73' Riserless	Centerbeam	73' Riserless	Centerbeam	73' Riserless	Centerbeam	73' Riserless	Centerbeam
	# of	Units	68		143		. •					767				67		100		120		66	
		Lessee/Storage	Wisconsin Central Ltd.		Wisconsin Central Ltd.							Wisconsin Electric	Power Company			Buffalo & Pittsburgh	(storage)	Buffalo & Pittsburgh	Railroad, Inc (storage)	Buffalo & Pittsburgh	Railroad, Inc. (storage)	Wisconsin & Southern	Railroad Co. (storage)
	Lease	#	33		34							35				36		37		38		39	

#### **SCHEDULE 2**

#### **LEASES**

# Lease No. 1 – Archer Daniels Midland Company

Master Full Service Railcar Lease dated as of September 9, 2011, between BBRX Two LLC and Archer Daniels Midland Company.

Schedule No. 01 to Master Full Service Railcar Lease dated September 9, 2011, between BBRX Two LLC and Archer Daniels Midland Company.

# Lease No. 2 – Boral Material Technologies, Inc.

Master Railcar Lease made as of April 23, 1999, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and Boral Material Technologies, Inc.

Schedule No. 02 to Master Railcar Lease made as of February 14, 2001, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and Boral Material Technologies, Inc

Lease Extension Agreement entered into as of April 1, 2004, effective as of April 1, 2004, between the BBRX Two LLC and Boral Material Technologies, Inc.

Lease Extension Agreement No. 2, entered into as of March 26, 2007, and effective as of April 1, 2007, between BBRX Two LLC and Boral Material Technologies, Inc.

#### Lease No. 3 Canadian National Railway #1

Lease Agreement, dated as of March 1, 2002, between BBRX Two LLC (as ultimate assignee of Greenbrier Leasing Corporation) and Canadian National Railway Company (as ultimate assignee of BC Rail Partnership).

Schedule No. 2 to Lease Agreement, dated as of May 1, 2002, between BBRX Two LLC (as ultimate assignee of Greenbrier Leasing Corporation) and Canadian National Railway Company (as ultimate assignee of BC Rail Partnership).

Assignment and Assumption Agreement, dated as of October 31, 2002, between Greenbrier Leasing Corporation, and Babcock and Brown Rail Funding LLC

Lease Extension Agreement No. 1 to Lease Agreement, dated as of May 10, 2005, effective as of August 1, 2005, between BBRX Two LLC (as ultimate assignee of Greenbrier Leasing Corporation) and Canadian National Railway Company (as ultimate assignee of BC Rail Partnership).

Lease Extension Agreement No. 02 entered into as of July 1, 2010, effective as of August 1, 2010, between BBRX Two LLC and Canadian National Railway Company.

Lease Extension Agreement No 03 entered into as of June 8, 2011, effective as of August 1, 2011, between BBRX Two LLC and Canadian National Railway Company

## Lease No. 4 Canadian National Railway #2

Master Full Service Railcar Lease dated as of January 11, 2011, effective as of December 5, 2009, between BBRX Two LLC and Canadian National Railway Company

Schedule No 1 to Master Full Service Railcar Lease dated as of January 11, 2011, effective as of December 5, 2009, between BBRX Two LLC and Canadian National Railway Company

#### Lease No. 5

Not applicable

# Lease No. 6 - Cargill Incorporated

Railroad Car Net Lease Agreement dated as of May 20, 1985, by and between the Seller (as ultimate assignee of Trinity Rail Leasing Trust II) and Cargill.

Rider Six (6) to Railroad Car Net Lease dated as of November 12, 2002, between the Seller (as ultimate assignee of Trinity Rail Leasing Trust II) and Cargill Incorporated.

Amendment No. 1 to Railroad Car Net Lease Agreement, dated as of March 25, 2009, between BBRX Two LLC and Cargill Incorporated.

## Lease No. 7 - ConAgra Foods, Inc. #1

Master Railcar Lease made as of April 30, 1999, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and ConAgra, Inc

Schedule No. 08 to Master Railcar Lease made as of July 30, 2001, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and ConAgra, Inc.

Lease Extension Agreement No. 01 [Schedule No. 08] entered into as of June 1, 2006, between North America Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing) (as assignee of the Seller) and ConAgra Foods, Inc. (f/k/a ConAgra, Inc.)

Second Lease Extension Agreement to Lease Schedule No. 8, executed as of May 11, 2011, by and between ConAgra Foods, Inc. and BBRX Two LLC

# Lease No. 8 - ConAgra Foods, Inc. #2

Master Railcar Lease made as of April 30, 1999, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and ConAgra, Inc.

Schedule No. 09 to Master Railcar Lease made as of December 6, 2001, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and ConAgra, Inc.

Lease Extension Agreement No. 01 [Schedule No. 09] entered into as of June 1, 2006, between North America Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing) (as assignee of the Seller) and ConAgra Foods, Inc. (f/k/a ConAgra, Inc.)

# Lease No. 9 - Detroit Edison

Master Full Service Railcar Lease dated as of September 22, 2010, between BBRX Two LLC and Detroit Edison Company.

Schedule No. 1 to Master Full Service Railcar Lease, dated as of September 22, 2010, between BBRX Two LLC and Detroit Edison Company.

Lease Amendment No. 1 to Schedule No. 1, between BBRX Two LLC and Detroit Edison Company dated as of November 12, 2010.

# Lease No. 10 - Evergreen Packaging, Inc.

Master Net Railcar Lease dated as of July 25, 2008, between BBRX Two LLC and Evergreen Packaging, Inc

Schedule No 01 to Master Net Railcar Lease dated as of July 25, 2008, between BBRX Two LLC and Evergreen Packaging, Inc.

Lease Extension Agreement No. 01 to Schedule No. 01 to Master Net Railcar Lease dated as of May 19, 2010, effective as of April 1, 2010, between BBRX Two LLC and Evergreen Packaging, Inc

# Lease No. 11 - GCC Rio Grande, Inc. (f/k/a Rio Grande Portland Cement Corporation) #1

Master Railcar Lease made as of February 11, 1998, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc. (f/k/a Rio Grande Portland Cement Corporation)

Schedule No. 03 to Master Railcar Lease made as of June 26, 2001, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc (f/k/a Rio Grande Portland Cement Corporation).

Lease Extension Agreement No. 01A dated as of May 25, 2004, effective as of July 1, 2004, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc. (f/k/a Rio Grande Portland Cement Corporation).

Lease Extension Agreement No. 02A dated as of May 20, 2005, effective as of July 1, 2005, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc. (f/k/a Rio Grande Portland Cement Corporation)

Lease Extension Agreement No. 03A entered into as July 8, 2008, effective as of July 1, 2008, between BBRX Two LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc.

Lease Extension Agreement No 04A, entered into as of June 29, 2011, effective as of July 1, 2011, between BBRX Two LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc.

### Lease No. 12 - GCC Rio Grande, Inc. (f/k/a Rio Grande Portland Cement Corporation) #2

Master Railcar Lease made as of February 11, 1998, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc. (f/k/a Rio Grande Portland Cement Corporation)

Schedule No 03 to Master Railcar Lease made as of June 26, 2001, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc. (f/k/a Rio Grande Portland Cement Corporation).

Lease Extension Agreement No. 01B dated as of May 25, 2004, effective as of July 1, 2004, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc (f/k/a Rio Grande Portland Cement Corporation).

Lease Extension Agreement No. 02B dated as of May 20, 2005, effective as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc. (f/k/a Rio Grande Portland Cement Corporation).

Lease Extension Agreement No. 03B entered into as July 8, 2008, effective as of July 1, 2008, between BBRX Two LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc.

Lease Extension Agreement No. 04B, entered into as of June 29, 2011, effective as of July 1, 2011, between BBRX Two LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and GCC Rio Grande, Inc

# Lease No. 13 - Halliburton Energy Services, Inc.

Master Net Railcar Lease dated as of October 31, 2010, between BBRX Two LLC and Halliburton Energy Services, Inc.

Schedule No. 01 to Master Net Railcar Lease dated as of October 31, 2010, between BBRX Two LLC and Halliburton Energy Services, Inc.

# Lease No. 14 - Kansas City Power and Light Company

Master Railcar Lease made as of May 2, 2001, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and Kansas City Power and Light Company

Schedule No 01 to Master Railcar Lease dated as of May 2, 2001, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and Kansas City Power and Light Company.

Lease Extension Agreement entered into as of March 22, 2004, effective as of May 1, 2004 between the Seller (as assignee of Babcock & Brown Rail Funding LLC) and Kansas City Power and Light Company.

Lease Extension Agreement No. 2 entered into as of October 27, 2005, effective as of May 1, 2006 between North America Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing) and Kansas City Power and Light Company.

Lease Extension Agreement No. 3 entered into as of April 16, 2010, effective as of May 1, 2010 between BBRX Two LLC (as assignee of North America Rail Leasing #3 LLC d/b/a Babcock & Brown Rail Leasing) and Kansas City Power and Light Company

## Lease No. 15 - Kansas City Power and Light Company

Master Full Service Railcar Lease dated as of October 6, 2011, between BBRX Two LLC and Kansas City Power & Light Company.

Schedule No. 01 to Master Full Service Railcar Lease dated as of October 6, 2011 between BBRX Two LLC and Kansas City Power & Light Company.

#### Lease No. 16 – LD Commodities Rail Services LLC

Master Railcar Lease made as of July 28, 2000, effective as of September 26, 1999, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and Louis Dreyfus Corporation.

Schedule No. 02 to Master Railcar Lease made as of September 11, 2000, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and Louis Dreyfus Corporation.

Amendment No 1 to Schedule No. 02 to Master Railcar Lease dated as of April 26, 2002, between Babcock & Brown Rail Funding LLC (as assignee of The CIT Group/Equipment Financing, Inc.) and Louis Dreyfus Corporation.

Lease Extension Agreement No. 01 entered into as of July 22, 2005, effective as of February 2, 2006, between North America Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing) (as assignee of the Seller.) and Louis Dreyfus Corporation.

Lease Extension Agreement No 02 entered into as of August 8, 2008, effective as of October 1, 2008, between BBRX Two LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Louis Dreyfus Corporation.

Lease Extension Agreement No 03 entered into as of July 6, 2010, effective as of October 1, 2010, between BBRX Two LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Louis Dreyfus Corporation.

Assignment, Assumption and Consent Agreement made and entered into as of October 21, 2010 by and among Louis Dreyfus Corporation ("Assignor"), LD Commodities Rail Services LLC ("Assignee") and BBRX Two LLC ("Counterparty").

Guaranty Agreement made as of December 20, 2010 by Louis Dreyfus Commodities LLC in favor of BBRX Two LLC

# Lease No. 17 - Lehigh Cement Company #1

Master Full Service Railcar Lease dated as of October 17, 2007, effective as of July 26, 2007, between BBRX Two LLC and Lehigh Cement Company.

Schedule No. 1 to Master Full Service Railcar Lease dated as of October 17, 2007, effective as of July 26, 2007, between BBRX Two LLC and Lehigh Cement Company

Lease Extension Agreement No. 1 to Schedule No. 1, dated as of January 19, 2011, effective as of December 1, 2010, between BBRX Two LLC and Lehigh Cement Company

# Lease No. 18 - Lehigh Cement Company #2

Master Full Service Railcar Lease dated as of October 17, 2007, effective as of July 26, 2007, between BBRX Two LLC and Lehigh Cement Company.

Schedule No. 02 to Master Full Service Railcar Lease dated as of October 17, 2007, effective as of July 26, 2007, between BBRX Two LLC and Lehigh Cement Company.

#### Lease No. 19 – Lehigh Cement Company #3

Master Full Service Railcar Lease dated as of October 17, 2007, effective as of July 26, 2007, between BBRX Two LLC and Lehigh Cement Company.

Schedule No 3 to Master Full Service Railcar Lease, dated as of December 20, 2010, effective as of December 1, 2010, between BBRX Two LLC and Lehigh Cement Company.

# Lease No. 20 - Marathon Petroleum Company, LLC

Railroad Equipment Lease dated as of January 23, 2002, between Babcock & Brown Rail Funding LLC (as assignee of Joseph Transportation Services, Inc.) and Marathon Ashland Petroleum, LLC.

Lease Extension Agreement entered into as September 14, 2004, effective as of October 1, 2004, between North America Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Funding) (as assignee of the Seller) and Marathon Ashland Petroleum, LLC.

Lease Extension and Amendment Agreement entered into as October 26, 2007, effective as of October 1, 2007, between BBRX Two LLC (as ultimate assignee of North America Rail Leasing #34 LLC, the Freight Leasing Partnership LLC and Joseph Transportation Services, Inc). and Marathon Petroleum Company LLC (f/k/a Marathon Ashland Petroleum, LLC).

# Lease No. 21 - Norfolk Southern Railway Company #1

Master Net Railcar Lease dated as of April 21, 2011 between BBRX Two LLC and Norfolk Southern Railway Company.

Schedule No. 02 to Master Net Railcar Lease dated as of July 1, 2011, effective as of April 1, 2011, between BBRX Two LLC and Norfolk Southern Railway Company

#### Lease No. 22 – Norfolk Southern Railway Company #2

Master Net Railcar Lease dated as of April 21, 2011 between BBRX Two LLC and Norfolk Southern Railway Company.

Schedule No. 01 to Master Net Railcar Lease dated as of June 27, 2011 between BBRX Two LLC and Norfolk Southern Railway Company.

#### Lease No. 23 - Rail Connection, Inc.

Master Full Service Railcar Lease, dated as of September 2, 2010, between BBRX Two LLC and Rail Connection, Inc.

Schedule No. 1 to Master Full Service Railcar Lease, dated as of September 2, 2010, between BBRX Two LLC and Rail Connection, Inc.

Master Full Service Railcar Lease, dated as of August 31, 2010, between Rail Connection, Inc. and Consol Energy Sales Company.

Schedule No. 2 to Master Full Service Railcar Lease, dated as of August 31, 2010, between Rail Connection, Inc. and Consol Energy Sales Company.

# Lease No. 24 – Savatran LLC

Master Full Service Railcar Lease dated as of September 8, 2011, between BBRX Two LLC and Savatran LLC.

Schedule No. 01 to Master Full Service Railcar Lease, dated as of September 8, 2011, between BBRX Two LLC and Savatran LLC.

# Lease No. 25 - Schlumberger Technology Corporation

Master Full Service Railcar Lease dated as of March 25, 2010, between BBRX Two LLC and Schlumberger Technology Corporation.

Schedule No. 01 to Master Full Service Railcar Lease dated as of March 25, 2010, between BBRX Two LLC and Schlumberger Technology Corporation.

#### Lease No. 26 - Soo Line Railroad Company

Not applicable.

# <u>Lease No. 27 – South Carolina Public Service Authority</u>

Railcar Lease Agreement dated as of October 1, 2000, between South Carolina Public Service Authority and The CIT Group/Equipment Financing, Inc.

Amendment and Extension to Railcar Lease Agreement dated as of January 15, 2003, between South Carolina Public Service Authority and The CIT Group/Equipment Financing, Inc.

Rider No. 1 to Railcar Lease Agreement dated as of March 31, 2003, between South Carolina Public Service Authority and C.I.T. Leasing Corporation.

Amendment to Railcar Lease Agreement dated as of November 19, 2003, between South Carolina Public Service Authority and C.I.T Leasing Corporation.

Lease Extension Agreement No. 01 entered into as of September 22, 2005, between North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing) (as assignee of the Seller) and South Carolina Public Service Authority.

Lease Amendment No. 01 dated as of October 10, 2006, effective as of March 1, 2006, between BBRX Two LLC and South Carolina Public Service Authority.

Lease Amendment No 02 to Rider No 1 dated as of February 27, 2009, effective as of March 1, 2009, between BBRX Two LLC and South Carolina Public Service Authority.

Lease Amendment No. 03 to Rider No. 1 dated as of August 24, 2009, effective as of July 1, 2009, between BBRX Two LLC and South Carolina Public Service Authority.

Lease Amendment No. 04 to Rider No. 1 dated as of November 24, 2010, effective as of January 1, 2011, between BBRX Two LLC and South Carolina Public Service Authority

Lease Amendment No. 05 to Rider No. 1 dated as of July 6, 2011, effective as of July 1, 2011, between BBRX Two LLC and South Carolina Public Service Authority.

#### Lease No. 28 - Superior Well Services, Inc.

Master Full Service Railcar Lease dated as of May 16, 2011, between BBRX Two LLC and Superior Well Services, Inc.

Schedule No. 01 to Master Full Service Railcar Lease dated as of May 16, 2011, between BBRX Two LLC and Superior Well Services, Inc.

#### Lease No. 29 – Tate & Lyle

Master Full Service Railcar Lease dated as of February 1, 2006, between Babcock & Brown Rail Leasing Co and Tate & Lyle.

Schedule No 01 to Master Full Service Railcar Lease dated as of February 1, 2006, between North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing) and Tate & Lyle.

Lease Extension Agreement No. 01 to Schedule No. 01, dated as of November 19, 2010, effective as of February 1, 2011, between BBRX Two LLC (as assignee of North America Rail Leasing #2 LLC (d/b/a Babcock and Brown Rail Leasing Co.) and Tate and Lyle.

#### Lease No. 30 – Tate & Lyle

Master Full Service Railcar Lease dated as of February 1, 2006, between Babcock & Brown Rail Leasing Co. and Tate & Lylc

Schedule No. 02 to Master Full Service Railcar Lease, dated as of November 19, 2010, between BBRX Two LLC (as assignee of North America Rail Leasing #2 LLC d/b/a Babcock and Brown Rail Leasing Co.) and Tate and Lyle.

## <u>Lease No. 31 – Tennessee Valley Authority</u>

Master Full Service Railcar Lease dated as of January 18, 2006, between Babcock & Brown Rail Leasing Co. and Tennessee Valley Authority.

Schedule No. 01 to Master Full Service Railcar Lease dated as of January 18, 2006, between North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing) and Tennessee Valley Authority

Lease Extension Agreement No 1 to Schedule No. 01 to Master Full Service Railcar Lease dated as of November 7, 2008, effective as of January 1, 2009 between BBRX Two, LLC (as assignce of North America Rail Leasing #2 LLC d/b/a Babcock & Brown Rail Leasing Co.) and Tennessee Valley Authority.

#### Lease No. 32 – Westar Energy, Inc.

Master Full Service Railcar Lease dated as of April 11, 2011, between BBRX Two LLC and Westar Energy, Inc

Schedule No. 1 to Master Full Service Railcar Lease dated as of April 11, 2011, between BBRX Two LLC and Westar Energy, Inc.

## Lease No. 33 – Wisconsin Central Ltd. #1

Lease Agreement dated as of October 1, 2003, by and between the Seller (as assignee of Greenbrier Leasing Corporation) and Wisconsin Central Ltd.

Rider No. 1 to Lease Agreement made as of October 1, 2003, by and between the Seller (as assignee of Greenbrier Leasing Corporation) and Wisconsin Central Ltd.

Lease Extension Agreement No 1, dated as of November 10, 2006, between BBRX Two LLC (as ultimate assignce of Greenbrier Leasing Corporation) and Wisconsin Central Ltd

Lease Extension Agreement No. 2, dated as of December 1, 2010, between BBRX Two LLC and Wisconsin Central Ltd

Lease Extension Agreement No. 3, entered into as of September 20, 2011, effective as of December 1, 2011, between BBRX Two LLC and Wisconsin Central Ltd.

#### Lease No. 34 – Wisconsin Central Ltd. #2

Lease Agreement dated as of October 1, 2003, by and between the Seller (as assignee of Greenbrier Leasing Corporation) and Wisconsin Central Ltd.

Rider No. 2 to Lease Agreement made as of April 1, 2004, by and between the Seller (as assignee of Greenbrier Leasing Corporation) and Wisconsin Central Ltd

Lease Extension and Amendment to Rider No 2, dated as of August 31, 2009, between BBRX Two LLC (as ultimate assignee of Greenbrier Leasing Corporation) and Wisconsin Central Ltd.

# Lease No. 35 - Wisconsin Electric Power Company

Railcar Equipment Lease dated as of August 26, 1998, entered into by and between the Seller (as assignee of Banc of America Leasing & Capital, LLC) and Wisconsin Electric Power Company.

Rider 1 to Railcar Equipment Lease dated August 26, 1998, between the Seller (as assignee of Banc of America Leasing & Capital, LLC) and Wisconsin Electric Power Company.

First Amendment to Railcar Equipment Lease entered into as of January 18, 2001, between the Seller (as assignee of Banc of America Leasing & Capital, LLC) and Wisconsin Electric Power Company.

Lease Extension Agreement dated as of July 7, 2004, between Babcock & Brown Rail Funding LLC and Wisconsin Electric Power Company.

Lease Extension Agreement No. 2 dated as of September 29, 2009, effective as of October 1, 2009, between BBRX Two LLC and Wisconsin Electric Power Company.

# STORAGE AGREEMENT SUMMARIES

# Storage Agreement No. 36 Buffalo & Pittsburgh Railroad, Inc. #1

Track Lease Agreement, dated as of March 26, 2008, by and between Buffalo & Pittsburgh Railroad, Inc. and BBRX Two, LLC.

# Storage Agreement No. 37 Buffalo & Pittsburgh Railroad, Inc. #2

Track Lease Agreement, dated as of March 26, 2008, by and between Buffalo & Pittsburgh Railroad, Inc. and BBRX Two, LLC.

## Storage Agreement No. 38 Buffalo & Pittsburgh Railroad, Inc. #3

Track Lease Agreement, dated as of March 26, 2008, by and between Buffalo & Pittsburgh Railroad, Inc. and BBRX Two, LLC.

# Storage Agreement No. 39 Wisconsin & Southern Railroad Company

Amended and Restated Track Lease Agreement effective as of April 1, 2008 between Wisconsin & Southern Railroad Company and Babcock & Brown Rail Funding LLC and its affiliates.

Amendment No. 1 to Amended and Restated Track Lease Agreement effective as of March 10, 2009 between Wisconsin & Southern Railroad Company and Babcock & Brown Rail Funding LLC and its affiliates.

# **CERTIFICATION**

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 11/2/2011 Edward M Luria